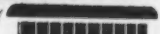

FORM 10Q
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

(Mark One)
(X) QUARTERLY REPORT UNDER SECTION 13 or 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

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For the quarterly period ended January 31, 1992

OR

( ) TRANSITION REPORT PURSUANT TO SECTION 13 or 15(d) OF SECURITIES EXCHANGE ACT OF 1934

For the transaction period from _____ to _____.

FOR QUARTER ENDED January 31, 1992 Commission file number 0-13039

Universal Services Group, Inc. (Formerly Reprotech, Inc.)
(Exact name of registrant as specified in its charter)

DELAWARE	82-1133652
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
500 Jericho Turnpike, Mineola, New York	11501
(Address of principal executive office)	(Zip Code)

(Registrant's telephone number, including area code) (516)873-7800

N/A
(Former name, former address, and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.
Yes _____ No _____.

APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY PROCEEDINGS DURING THE PRECEDING FIVE YEARS

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by sections 12, 13, or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court.
Yes _____ No _____.

APPLICABLE ONLY TO CORPORATE ISSUER: Indicate the number of shares outstanding of the issuers common stock at the latest practical date.

At April 30, 1992, the registrant had 5,353,857 shares of common stock, $ .06 par value, issued and outstanding.

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UNIVERSAL SERVICES GROUP, INC. AND SUBSIDIARIES

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PART 1
UNIVERSAL SERVICES GROUP, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS

	JANUARY 31, 1992 (UNAUDITED)	OCTOBER 31, 1991 (UNAUDITED)
ASSETS:		
CURRENT ASSETS:		
Cash and Cash Equivalents	$ 5,850	$ 1,317
Accounts Receivable, Net	1,413,234	1,411,273
Other Current Assets	65,247	43,239
TOTAL CURRENT ASSETS	$ 1,484,331	$ 1,455,829
PROPERTY AND EQUIPMENT, Net	$ 13,010	$ 15,419
OTHER ASSETS	14,912	$ 17,561
TOTAL ASSETS	$ 1,512,253	$ 1,488,809
LIABILITIES:		
CURRENT LIABILITIES		
Notes Payable - Bank	$ 770,873	$ 839,990
Current Maturities of Long Term Debt	40,359	41,059
Accounts Payable - Trade	254,285	257,281
Accrued Payroll	100,602	72,110
Payroll Taxes Payable	207,394	179,980
Accrued Expenses	377,660	369,219
TOTAL CURRENT LIABILITIES	$ 1,751,173	$ 1,759,639
NON-CURRENT LIABILITIES		
Long-Term Debt - Less Current Maturities	$ 80,743	$ 79,693
Net Liabilities and Losses of Discontinued Operations	-	-
TOTAL NON-CURRENT LIABILITIES	$ 80,743	79,693
NOTES PAYABLE - RELATED PARTIES	$ 622,409	$ 615,109
STOCKHOLDERS' EQUITY:		
Common Stock - $.06 Par Value; Authorized 50,000,000 Shares; Issued and Outstanding 5,353,857	$ 321,232	$ 321,232
Additional Paid-In Capital	322,097	322,097
Retained Earnings (Deficit)	$(1,585,401)	$(1,608,961)
TOTAL STOCKHOLDERS' EQUITY (DEFICIT)	$(942,072)	$(965,632)
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)	$ 1,512,253	$ 1,488,809

See Notes to Consolidated Financial Statements.

UNIVERSAL SERVICES GROUP, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
FOR THE THREE MONTHS ENDED JANUARY 31, 1992 AND JANUARY 31, 1991

(UNAUDITED)

	JANUARY 31, 1992	JANUARY 31, 1991
REVENUES	$ 2,740,849	$ 3,536,031
DIRECT COSTS	2,315,846	3,055,059
GROSS OPERATING INCOME	$ 425,003	$ 480,972
SELLING, GENERAL AND ADMINISTRATIVE EXPENSES	351,594	381,141
INCOME FROM OPERATIONS	$ 73,409	$ 99,831
OTHER INCOME (EXPENSES):		
Penalty Expense	$(-)	$(-)
Interest Expense, Net	(54,209)	(76,270)
TOTAL OTHER INCOME (EXPENSES)	$(54,209)	$(76,270)
INCOME FROM CONTINUING OPERATIONS BEFORE TAXES	$ 19,200	$ 23,561
INCOME TAX EXPENSE (BENEFIT)	-	-
NET INCOME	$ 19,200	$ 23,561
NET INCOME PER SHARE	$ -	$ -

See Notes to Consolidated Financial Statements.

UNIVERSAL SERVICES GROUP, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE NINE MONTHS ENDED JANUARY 31, 1992 AND JANUARY 31, 1991

(UNAUDITED)

	JANUARY 31, 1992	JANUARY 31, 1991
CASH FLOW FROM OPERATING ACTIVITIES:		
Net Income From Continuing Operations	$ 19,200	$ 23,561
Adjustments to Reconcile Gains to Net Cash Provided by Continuing Operations		
Depreciation and Amortization	$ 2,409	$ 4,153
CHANGE IN ASSETS AND LIABILITIES:		
(Increase) Decrease in Accounts Receivable	(1,961)	(101,840)
(Increase) Decrease in Other Current Assets	(22,008)	(5,018)
(Increase) Decrease in Other Assets	2,649)	(399)
Increase (Decrease) in Accounts Payable	(2,996)	79,569
Increase (Decrease) Accrued Payroll	28,492	(151,449)
Increase (Decrease) in Payroll Taxes Payable	27,414	101,755
Increase (Decrease) in Accrued Expenses	8,441	7,157
Increase (Decrease) in Notes Payable - Related Parties	7,300	14,700
Total Adjustments	$ 49,740	$(51,372)
Net Cash Provided by Continuing Operations	$ 68,940	$(27,811)
INVESTING ACTIVITIES		
Purchase of Assets	-	-
Sale of Assets	-	-
NET CASH - INVESTING ACTIVITIES	$ -	$ -
FINANCING ACTIVITIES		
Additional Borrowings from Bank	$2,599,360	$ 3,418,255
Payments on Short-Term Borrowings - Bank	(2,663,767)	(3,410,489)
Payments on Long-Term Obligations and on Capital Lease Obligations	-	(6,928)
NET CASH - FINANCING ACTIVITIES	$(64,407)	$ 838
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	$ 4,533	$(26,973)
CASH AND CASH EQUIVALENTS - BEGINNING OF PERIODS	1,317	65,035
CASH AND CASH EQUIVALENTS - END OF PERIODS	$ 5,850	$ 38,062

See Notes to Consolidated Financial Statements.

UNIVERSAL SERVICES GROUP, INC. AND SUBSIDIARIES
SELECTED FINANCIAL DATA

	Year Ended October 31, 1991	(1) 1990	(1) 1989	(1) 1988
TOTAL REVENUES	$12,583,836	$16,525,449	$17,053,148	$11,098,335
INCOME (LOSS) FROM CONTINUING OPERATION BEFORE TAXES	$152,433	$166,807	$203,241	($800,586)
INCOME (LOSS) FROM CONTINUING OPERATIONS	$96,033	$94,607	$127,035	($775,794)
GAIN (LOSS) FROM DISCONTINUED OPERATIONS	---	$386,382	$342,190	($1,549,819)
INCOME (LOSS) BEFORE EXTRAORDINARY ITEMS	$96,033	$480,989	$469,225	($2,325,613)
NET INCOME (LOSS)	$146,533	$545,628	$395,431	($2,657,161)
INCOME (LOSS) PER SHARE:				
Continuing Operations	$0.01	$0.02	$0.02	($0.15)
Discontinued Operations	---	$0.07	$0.06	($0.30)
Before Extraordinary Items	$0.01	$0.09	$0.08	($0.45)
Extraordinary Items	$0.01	$0.01	($0.01)	($0.06)
Net Income (Loss)	$0.02	$0.10	$0.07	($0.51)
WORKING CAPITAL (DEFICIT)	($303,810)*	($452,665)	($828,051)	($1,745,502)
TOTAL ASSETS	$1,488,809	$1,886,412	$2,246,275	$2,557,490
LONG-TERM DEBT	$694,802	$685,679	$887,852	$626,670
STOCKHOLDERS' EQUITY (DEFICIT)	($965,632)	($1,094,108)	($1,639,736)	($2,047,667)
CASH DIVIDENDS PER SHARE	--	--	--	--
WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING	5,353,857	5,353,857	5,276,575	5,187,672

(1) Per share data have been adjusted to reflect the 1990 one-for-six reverse stock split.

* Typographical Error in 10/31/91 Form 10K.

UNIVERSAL SERVICES GROUP, INC. AND SUBSIDIARIES
MANAGEMENT'S DISCUSSION AND ANALYSIS OF
FINANCIAL CONDITION AND RESULTS OF OPERATIONS

LIQUIDITY AND CAPITAL RESOURCES:

For the three months ended January 31, 1992, cash and cash equivalents decreased $32,212 from January 31, 1991 compared with a decrease of $26,973 for the same period last year. The decrease is attributable to $48,940 net cash provided from operations and a decrease in net short-term borrowings of $44,407.

On January 31, 1992, the Company's current liabilties exceeded its current assets by $266,842. Total liabilities exceeded total assets by $942,072 which resulted in a deficit in stockholder's equity. The Company continues to experience a working capital shortage in fiscal 1992. Although no assurances can be given, management believes that the Company will be able to meet its fiscal 1992 financial obligations, assuming a continuation of profitable operations and a credit facility. The Company has been informed that its loan and security agreement with Security Pacific Business Credit, Inc. which was to be terminated effective June 16, 1990 is being extended on a recurring 30 day basis until a new credit facility is established. The Company is currently seeking alternative financing and the possibility of raising additional capital.

UNIVERSAL SERVICES GROUP, INC. AND SUBSIDIARIES
Notes to Consolidated Financial Statements

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

Name Change - On May 11, 1990 the Company changed its name from Reprotech, Inc. to Universal Services Group, Inc.

Basis of Presentation - The consolidated financial statements include the accounts of the Corporation and its wholly-owned subsidiaries, General Industrial Technologies, Inc. and Data Sciences, Inc. All significant intercompany transactions have been eliminated.

Property and Equipment and Depreciation - Property and equipment are carried at cost. Depreciation is computed primarily using the straight-line method. When assets are retired or otherwise disposed of, the cost and related accumulated depreciation are removed from the accounts, and any resulting gain or loss is recognized in income for the period. The cost of maintenance and repairs is charged to income as incurred; significant renewals and betterments are capitalized.

Revenue Recognition - The Corporation reports personnel service revenue when the service is provided.

Reclassified - Certain prior years items have been reclassified to conform with current years presentation.

Common Stock - Effective May 11, 1990 the Company declared a one-for-six reverse stock split. All references in the financial statements to weighted average numbers of shares and per share amounts have been restated to reflect the split.

2. In the opinion of management, the accompanying unaudited financial statements contain all adjustments consisting only of normal recurring adjustments necessary to present fairly the financial position, the results of operations and cash flows for the periods presented.

These statements should be read in conjunction with the summary of significant accounting policies and notes contained in the registrant's annual report (Form 10K) for the year ended October 31, 1992.

ITEM 2

UNIVERSAL SERVICES GROUP, INC. AND SUBSIDIARIES
MANAGEMENT'S DISCUSSION AND ANALYSIS OF
FINANCIAL CONDITION AND RESULTS OF OPERATIONS

RESULTS OF OPERATIONS:

Revenues for the three months ended January 31, 1992 were $2,740,849 as compared with $3,536,031 for the quarter ended January 31, 1991. For the quarter ended January 31, 1992, the Company reported net income of $19,200 as compared with net income of $23,561 for the similar period in 1991. The decline in revenue for both periods presented is principally attributable to an industry-wide slowdown in the demand for temporary technical personnel during this continued recession.

Direct costs were $2,315,846 and $3,055,059 to 84.5% and 86.4% of revenues for the three months ended January 31, 1992 and January 31, 1991, respectively. The increase in direct costs in this quarter as a percentage of revenue was partially due to decreased margins.

Selling, general and administrative expenses decreased to $351,594 for a decrease of 1.1% of revenues for the three months ended January 31, 1992, as compared with the same period last year. In June 1991 the Laguna Hills, California sales office was closed. In December, 1991, the Company closed its Blue Bell, Pennsylvania sales office. In January, 1992, the Company closed its Elmwood Park, New Jersey office. Operations for these offices were being handled by the Valley Stream, New York office and the Woodland Hills, California office. The reduction of SG&A is directly related to the closing of the offices.

Interest expense decreased to $54,209 from $76,270 for the three month period ending January 31, 1992 primarily because of decreased loan balances and reduced interest costs.

PART II - OTHER INFORMATION

Item 6. Exhibits and Reports on Form 8-K

(a) Exhibits

None required to be filed for Part II on this report.

(b) Reports on Form 8-K

The Registrant did file a Form 8-K on January 23, 1992.

UNIVERSAL SERVICES GROUP, INC. AND SUBSIDIARIES

SIGNATURES

Pursuant to requirements of Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

UNIVERSAL SERVICES GROUP, INC.
(REGISTRANT)

DATED: April 30, 1992

WALTER SHERIDAN
PRESIDENT AND
CHIEF OPERATING OFFICER
DULY AUTHORIZED

DATED: April 30, 1992

ROBERT FORST
VICE PRESIDENT - FINANCE
CHIEF FINANCIAL OFFICER